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December 21 2007

RECORDATION NO. 17673-D **FILED**

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

DEC 21 '07 -2 05 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: **SURFACE TRANSPORTATION BOARD**
BNSF Railway Company
BNSF Locomotive Renumbering 2007
Statement of Change in Reporting Marks and Road Numbers
Equipment Lease Agreement (BN 1992-A) dated as of January 1, 1992

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Statement of Change in Reporting Marks and Road Numbers (BN 1992-A), dated December 21, 2007, by BNSF Railway Company (formerly known as Burlington Northern Railroad Company) as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1992-A), dated as of January 1, 1992, between Lessee and Wilmington Trust Company as lessor (the "*Lessor*") and which was recorded with the Interstate Commerce Commission as predecessor to the Surface Transportation Board on January 14, 1992 at 10:55 A.M. under Recordation Number 17673.

The equipment covered as of the date hereof by the aforesaid Statement of Change in Reporting Marks and Road Numbers consists of the following:

36 SD60-M locomotives with reporting marks and road numbers changed from BNSF 1991 and within the series BNSF 9264 through 9299, to BNSF 8164 through BNSF 8199, all as specifically described in Exhibit A attached hereto.

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A short summary of the document to appear in the index follows:

Statement of Change in Reporting Marks and Road Numbers (BN 1992-A).

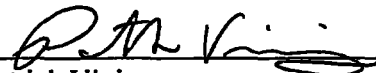
A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Patrick Vining

PV
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP
EXHIBIT A

UNITS

Recordation Number: 17673

Equipment Description

Number of Units: thirty-six (36)
Model: SD60-M Locomotives

OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
BNSF 9264 through BNSF 9298, inclusive, BNSF 1991 (BNSF 9299)	BNSF 8164 through BNSF 8199, inclusive

17673-D
RECORDATION NO. _____ FILED
DEC 21 '07 -2 0 5 PM
SURFACE TRANSPORTATION BOARD



December 21, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Re:Statement of Change in Reporting Marks and Road Numbers
BNSF Locomotive Renumbering 2007
(BN 1992-A)

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

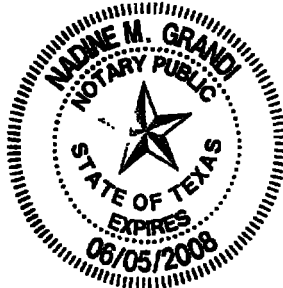
BNSF RAILWAY COMPANY

By, Matthew A. Baldwin
Name: Matthew A. Baldwin
Title: Manager-Locomotive Contracts

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 20th day of December, 2007, before me personally appeared Matthew A. Baldwin to me personally known, who being by me duly sworn, says that he is the Manager-Locomotive Contracts of BNSF RAILWAY COMPANY, that said instrument was signed on December 20, 2007, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Nadine M. Grandi
Name: NADINE M. GRANDI
Notary Public -
My Commission Expires: 06/05/2008
Residing in FORT WORTH, TEXAS

SCHEDULE A

Recordation Number: 17673

Equipment Description

Number of Units: thirty-six (36)

Model: SD60-M Locomotives

OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
BNSF 9264 through BNSF 9298, inclusive, BNSF 1991 (BNSF 9299)	BNSF 8164 through BNSF 8199, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/07



Robert W. Alvord